

RECORDATION NO. 13685-E Filed 1429

RECORDATION NO. 13685-E

OCT - 1 1982 - 10 45 AM

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OCT - 1 1982 - 10 45 AM

INTERSTATE COMMERCE COMMISSION

13685-E

INTERSTATE COMMERCE COMMISSION

13685-F

RECORDATION NO. 13685-6 Filed 1429

13685-G

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

OCT - 1 1982 - 10 45 AM

2-274031

INTERSTATE COMMERCE COMMISSION

Date OCT 1 1982

Fee \$ 30.00

ICC Washington, D. C.

Dear Ms. Mergenovich:

Enclosed for recordation under Section 11303(a) of Title 49 of the U.S. Code are the original and two counterparts of each of Acceptance Supplement No. 3 dated July 29, 1982, Acceptance Supplement No. 4 dated September 1, 1982 and Acceptance Supplement No. 5 dated September 7, 1982 executed pursuant to an Equipment Lease Agreement dated as of March 1, 1982 between Southern Pacific Transportation Company, as lessee, and MMB Partners, as lessor, which is the primary document for these Acceptance Supplements. These Acceptance Supplements are secondary documents; their primary document was filed on June 29, 1982 at 12:45 P.M. and assigned recordation no. 13685.

A general description of the railroad maintenance-of-way equipment covered by the enclosed documents and intended for use related to interstate commerce is set forth in Schedule A attached hereto and made a part hereof.

The names and addresses of the parties to these documents are as follows:

Lessor:	MMB Partners c/o Mitsui Manufacturers Bank 135 East Ninth Street Los Angeles, California 90015
Lessee:	Southern Pacific Transportation Company One Market Plaza San Francisco, California 94111

The undersigned is the Lessor mentioned in the enclosed documents and has knowledge of the matters set forth therein.

Please return the original and one counterpart of each of these documents to Janice Wajda, Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$30.00 covering the required recording fee.

A short summary of the enclosed documents to appear in the Index follows:

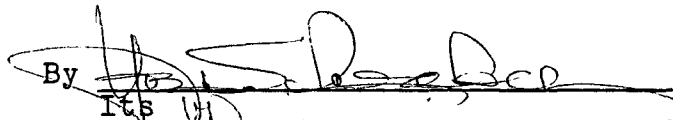
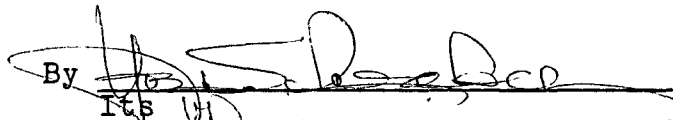
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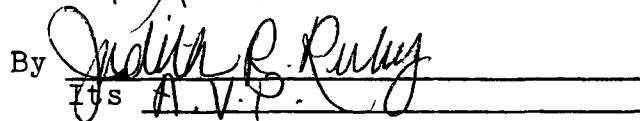
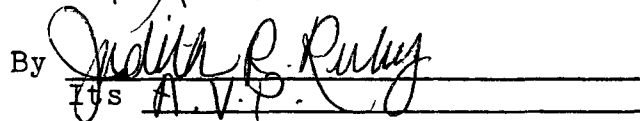
Acceptance Supplement No. 3 dated July 29, 1982, Acceptance Supplement No. 4 dated September 1, 1982 and Acceptance Supplement No. 5 dated September 7, 1982, all executed pursuant to the Equipment Lease Agreement dated as of March 1, 1982 between MMB Partners, as Lessor, c/o Mitsui Manufacturers Bank, 135 East Ninth Street, Los Angeles, California 90015, and Southern Pacific Transportation Company, as Lessee, One Market Plaza, San Francisco, California 94111, covering railroad maintenance-of-way equipment.

Very truly yours,

MMB PARTNERS, a California general partnership acting pursuant to a Restated and Amended Partnership Agreement dated as of December 15, 1981 between Mitsui Manufacturers Bank and Steiner Financial Corporation

By Mitsui Manufacturers Bank,  
Its Managing Partner

By   
Its 

By   
Its 

LESSOR

RECORDATION NO. 13685-6 Filed 12/28

New Equipment

13685-6

ACCEPTANCE SUPPLEMENT

OCT - 1 1982 - 10 45 AM

INTERSTATE COMMERCE COMMISSION

No. 5

Date of Acceptance 9-7-82

THIS ACCEPTANCE SUPPLEMENT is executed pursuant to that certain Equipment Lease Agreement (Lease) dated as of March 1, 1982 between MMB Partners, a California general partnership acting pursuant to a Restated and Amended Partnership Agreement dated as of December 15, 1981 between Mitsui Manufacturers Bank and Steiner Financial Corporation and Southern Pacific Transportation Company.

The terms used herein shall have the meaning given to such terms in the Lease.

Lessee hereby confirms that the Unit described on Schedule A hereto has been delivered as of this date and that the Term of the Lease with respect to such Unit shall be as provided in Schedule A and in the Lease and Schedule thereto.

Lessee confirms that, at the time of delivery set forth on Schedule A to this Acceptance Supplement, (a) such Unit has been examined by duly appointed and authorized representatives of Lessee; (b) such Unit was duly accepted by Lessee as a Unit for leasing under the Lease; (c) such Unit became subject to and governed by the terms of the Lease; and (d) Lessee became obligated to pay to Lessor the Quarterly Rent and all other amounts provided for in the Lease and the Schedule with respect to such Unit.

Lessee represents and warrants that the Unit covered hereby is new Section 38 property and was not placed in the service or otherwise used prior to delivery and acceptance of such Unit under the Lease.

Lessee further represents and warrants that (i) no default or event which, with the giving of notice or the lapse of time, or both, would become such a default under the Lease has occurred and is continuing; and (ii) the representations and warranties of Lessee contained in the Lease and any agreement relating thereto are true and correct on and as of the date hereof.

MMB PARTNERS, a California general partnership acting pursuant to a Restated and Amended Partnership Agreement dated as of December 15, 1981 between Mitsui Manufacturers Bank and Steiner Financial Corporation

Mitsui Manufacturers Bank, Managing Partner

By [Signature]

Its [Signature]

By [Signature]

Its [Signature]

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By [Signature]

Its [Signature]

MGR. LEASING - COMPUTERS  
& M OF W PRODUCTS

Attachments to  
Acceptance Supplement # 4  
Southern Pacific  
Interim Funding  
September 1, 1982

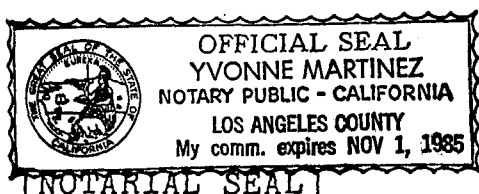
<u>Acceptance Supplement Unit No.</u>	<u>Equipment Description</u>	<u>Vendor</u>	<u>Equipment Cost</u>	<u>Rental Payment Quarterly</u>	<u>Term</u>	<u>Serial No.</u>	<u>Location</u>	<u>Invoiced For Sales Tax</u>	<u>Sales Tax Status</u>	<u>P. O. Number</u>
101										
102	Ballast Regulator	Kershaw	75,421.90	3,540.91	6	26-1602	Oakland, CA	No	Non-Exempt	0800-64-07513
103	Ballast Regulator	Kershaw	75,421.90	3,540.91	6	26-1603	Oakland, CA	No	Non-Exempt	0800-64-07513
104	Tamper	Jackson/ Jordan	174,995.25	8,215.68	6	139269	El Paso, TX	No	Non-Exempt	0800-64-04813
105	Forklift	Clarklift	21,390.80	1,004.25	6	Y355-0143-5092	Roseville, CA	Yes	Non-Exempt	0093-64-91513
106	Forklift	Clarklift	21,390.80	1,004.25	6	Y355-0144-5092	Roseville, CA	Yes	Non-Exempt	0093-64-91513
107	Forklift	Clarklift	21,390.80	1,004.25	6	Y355-0145-5092	Roseville, CA	Yes	Non-Exempt	0093-64-91513
108	Tamper	Jackson/ Jordan	146,677.50	6,886.22	6	132630	Pine Bluff, AR	No	Non-Exempt	W800-64-04713
			\$536,688.95	\$27,591.67						

STATE OF )

COUNTY OF )

SS

On this 30<sup>th</sup> day of September, 1982, before me personally appeared Yve Inaba and Sudith R. Ruby, to me personally known, who being by me duly sworn, says that they are the Vice President and Assist. Vice Pres. respectively of Mitsui Manufacturers Bank, managing partner of MMB Partners, a California general partnership, that said instrument was signed on behalf of said general partnership by authority of its partners, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said general partnership.



Yvonne Martinez  
Notary Public

My commission expires:

STATE OF CALIFORNIA )

COUNTY OF SAN FRANCISCO )

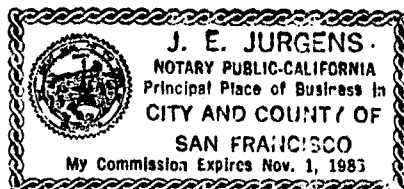
SS

On this 28<sup>th</sup> day of SEPTEMBER, 1982, before me personally appeared H.W. MEEDON, to me personally known, who being by me duly sworn, says that he is the Mgr. LEASING - COMPUTERS of SOUTHERN PACIFIC TRANSPORTATION COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

J. E. Jurgens  
Notary Public

[NOTARIAL SEAL]

My commission expires:



Purchase Order No.: 0800-64-07513

Description: Ballast Regulator

Identification No: N/A

Manufacturers Serial No.: 26-1608

Vendor or Manufacturer: Kershaw

Location: Houston, Texas

Lessor's Cost: \$72,790.90

Rent: \$3,417.39

Commencement Date: October 1, 1982

Term: 6 Years

ACCEPTANCE SUPPLEMENT UNIT NO. 110

Purchase Order No.: 0800-64-07513

Description: Ballast Regulator

Identification No: N/A

Manufacturers Serial No.: 26-1609

Vendor or Manufacturer: Kershaw

Location: Houston, Texas

Lessor's Cost: \$72,790.90

Rent: \$3,417.39

Commencement Date: October 1, 1982

Term: 6 Years